



RICHMOND LEASING COMPANY

1700 WEST LOOP SOUTH • HOUSTON, TEXAS 77027 • 713-877-8040

6-210A122

RECORDATION NO. 7848-1

July 11, 1986

JUL 29 1986 -3 30 PM

RECORDATION NO. 7848-1

INTERSTATE COMMERCE COMMISSION

JUL 29 1986 -3 30 PM

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Gentlemen:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act and the Rules and Regulations of the Interstate Commerce Commission thereunder, there is submitted herewith for filing and recordation a Bill of Sale and Assignment and a Release of Equipment Trust Agreement of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a Bill of Sale and Assignment dated July 1, 1986, from First National Bank of Fort Worth, as Trustee, to Richmond Leasing Company; and

2. Three (3) executed counterparts of a Release of Equipment Trust Agreement dated as of July 1, 1986, executed by First National Bank of Fort Worth, as Trustee.

The address of Richmond Leasing Company is 1700 West Loop South, Suite 1500, Houston, Texas 77027, and the address of First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76010.

The Bill of Sale and Assignment and the Release of Equipment Trust Agreement have been executed in connection with an Equipment Trust Agreement dated February 1, 1975, as supplemented and filed with the Interstate Commerce Commission on April 4, 1974, and which has been assigned the following recordation number: 7848-D.

The equipment covered by the Bill of Sale and Assignment and the equipment released from the Equipment Trust Agreement is described in Exhibit A hereto.

ICC OFFICE OF THE SECRETARY
JUL 29 3 22 PM 1986
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
, July 1, 1986
Page 2

Enclosed is a check to cover the recordation fee. Please return
one executed copy of the enclosed material to the undersigned.

Very truly yours,

RICHMOND LEASING COMPANY



Joseph J. Satterthwaite
General Manager

JJS:lc

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Joseph J. Satterthwaite
General Manager
Richmond Leasing Company
1700 West Loop South
Houston, Texas 77027

7/30/86

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/86 at 3:30pm, and assigned re-recording number(s). 7848-H & 7848-I

Sincerely yours,

Noreta R. McGehee

Enclosure(s)

SE-30
(7/79)

7848
RECORDATION NO. 7848
FILED 1426

JUL 29 1986 3 20 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF EQUIPMENT TRUST AGREEMENT

AGREEMENT dated as of July 1, 1986, by and between FIRST NATIONAL BANK OF FORT WORTH, a Texas banking corporation, as Trustee ("First National Bank of Fort Worth"), and RICHMOND LEASING COMPANY, a Delaware corporation ("RLC"),

W I T N E S S E T H

WHEREAS, First National Bank of Fort Worth and RLC are parties to the Equipment Trust Agreement dated as of February 1, 1975, as supplemented ("Equipment Trust Agreement"), by and between First National Bank of Fort Worth (Trustee) and RLC (as successor to Marathon Leasing Company), filed with the Interstate Commerce Commission on April 4, 1974, under Recordation No. 7848-D;

WHEREAS, pursuant to the provisions of the Equipment Trust Agreement, RLC has made all payments due or to become due thereunder and the lease of the Trust Equipment (as defined therein) by First National Bank of Fort Worth to RLC is to terminate;

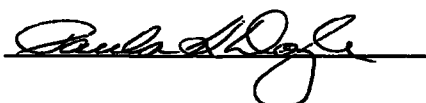
WHEREAS, by separate instrument First National Bank of Fort Worth has conveyed to RLC all right, title and interest of First National Bank of Fort Worth in and to the Trust Equipment;

NOW, THEREFORE, in consideration of the premises and pursuant to the provisions of the Equipment Trust Agreement, First National Bank of Fort Worth; hereby confirms, agrees and acknowledges that the lease of the Trust Equipment by First National Bank of Fort Worth to RLC pursuant to the Equipment Trust Agreement is terminated and First National Bank of Fort Worth hereby releases any security interest, lien, claim, right, title or interest which it has or may have in and to the Trust Equipment (as defined in the Equipment Trust Agreement), including the Trust Equipment described in Exhibit "A" hereto, and in any sublease or Existing Lease (as defined in the Equipment Trust Agreement) on the Trust Equipment.

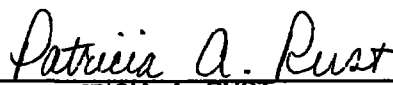
IN WITNESS WHEREOF, this instrument has been executed as of the year and day first above written.

FIRST NATIONAL BANK OF FORT WORTH

ATTEST:



BY:



NAME:

PATRICIA A. RUST

TITLE:

TRUST OFFICER

EXHIBIT "A"

Railroad Tank Cars

<u>Quantity</u>	<u>Type</u>	<u>Car Numbers</u>
98	13,500 gal. 111A100W3	RTMX 3295 through 3304, 3306 through 3311, 3313, 3315 through 3348, 3350, 3351, 3353 through 3366, 3368 through 3375 3377 through 3399